

*Proposed Counsel for the Debtors and
Debtors in Possession*

)	
In re:)	Case No. 12-12020 (MG)
)	
RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,)	Chapter 11
)	
Debtors.)	Jointly Administered
)	

¹ The names of the Debtors in these cases and their respective tax identification numbers are identified on Exhibit 1 to the Whitlinger Affidavit (defined below).

Debtors (the “Application”),² *nunc pro tunc* to May 14, 2012. In support of the Application, the Debtors respectfully represent as follows:

JURISDICTION

1. This Court has jurisdiction to consider this Application under 28 U.S.C. §§ 157 and 1334. This is a core proceeding under 28 U.S.C. § 157(b). Venue of these cases and this Application in this district is proper under 28 U.S.C. §§ 1408 and 1409. The statutory predicates for the relief requested herein are Bankruptcy Code section 327(e), Bankruptcy Rule 2014(a) and Local Rule 2014-1.

BACKGROUND

2. On May 14, 2012 (the “Petition Date”), each of the Debtors filed a voluntary petition in this Court for relief under Chapter 11 of the Bankruptcy Code. The Debtors are managing and operating their businesses as debtors in possession pursuant to Bankruptcy Code sections 1107(a) and 1108. These cases are being jointly administered pursuant to Bankruptcy Rule 1015(b). No trustee has been appointed in these Chapter 11 cases; however, the Court has directed that an examiner be appointed.

3. On May 16, 2012, the United States Trustee for the Southern District of New York (the “U.S. Trustee”) appointed a nine member official committee of unsecured creditors (the “Creditors’ Committee”).

4. The Debtors are a leading residential real estate finance company indirectly owned by Ally Financial Inc. (“AFI”), which is not a Debtor. The Debtors and their non-debtor affiliates operate the fifth largest mortgage servicing business and the tenth largest mortgage origination business in the United States. A more detailed description of the Debtors, including

² Creditors and parties-in-interest with questions or concerns regarding the Debtors’ Chapter 11 cases or the relief requested in this Application may refer to <http://www.kccllc.net/rescap> for additional information.

their business operations, their capital and debt structure, and the events leading to the filing of these bankruptcy cases, is set forth in the Affidavit of James Whitlinger, Chief Financial officer of Residential Capital, LLC, in Support of Chapter 11 Petitions and First Day Pleadings (the “Whitlinger Affidavit”).

RELIEF REQUESTED

5. By this Application, the Debtors seek entry of an order in the form attached hereto as Exhibit 1 (the “Proposed Order”) authorizing the Debtors, pursuant to section 327(e) of the Bankruptcy Code, Bankruptcy Rule 2014(a) and Local Rule 2014-1 for authorization to employ and retain Carpenter Lipps & Leland LLP (“CLL”) as Special Litigation Counsel to the Debtors, *nunc pro tunc* to the Petition Date, to continue its representation of the Debtors in connection with the following matters (collectively, the “Special Counsel Matters”): (a) litigation related to the outstanding securitizations sponsored by the Debtors and advice concerning the Debtors’ rights and responsibilities under the transaction documents for these securitizations; (b) litigation between the Debtors and the providers of financial guaranty insurance for certain of the securitizations sponsored by the Debtors; (c) responding to governmental investigations; (d) assisting the Debtors in responding to other discovery requests and investigations, such as the Rule 2004 examination by the Creditors’ Committee, the investigation that will be conducted by the examiner and discovery relating to various pending motions in the bankruptcy; (e) litigation related to the Debtors’ activities as servicer; and (f) other defined and finite matters as they may arise for which the Debtors request that CLL render services. CLL will coordinate with Morrison & Foerster LLP (“Morrison & Foerster”) such that the services provided by both CLL and Morrison & Foerster are complimentary of each other and not duplicative.

6. This Application is supported by the Declaration of Jeffrey A. Lipps in Support of the Debtors’ Application, Pursuant to Section 327(e) of the Bankruptcy Code, Bankruptcy

Rule 2014(a), and Local Rule 2014-1, for Authorization to Employ and Retain Carpenter Lipps & Leland LLP as Special Litigation Counsel to the Debtors, *Nunc Pro Tunc* to May 14, 2012 (the “Lipps Declaration”), attached hereto as Exhibit 2.

APPLICABLE AUTHORITY

7. Section 327(e) of the Bankruptcy Code states, in pertinent part:

The [debtor in possession], with this Court’s approval, may employ, for a specified special purpose, other than to represent the [debtor in possession] in conducting the case, an attorney that has represented the debtor, if in the best interest of the estate, and if such attorney does not represent or hold any interest adverse to the debtor or to the estate with respect to the matter on which such attorney is to be employed.

11 U.S.C. § 327(e).

8. Accordingly, section 327(e) of the Bankruptcy Code authorizes the retention of counsel who previously represented a debtor prepetition, provided that: (a) the appointment is in the best interest of the debtor’s estate; (b) counsel does not hold an interest adverse to the estate with respect to the matter for which counsel is to be employed; and (c) the specified special purpose for which counsel is being retained does not rise to the level of conducting the bankruptcy case for the debtor in possession. See In re DeVlieg, Inc., 174 B.R. 497, 502-05 (N.D. Ill. 1994); In re AroChem Corp., 176 F.3d 610, 622 (2d Cir. 1999) (noting that “where the interest of the special counsel and the interest of the estate are identical *with respect to the matter for which special counsel is retained*, there is no conflict and the representation can stand”) (emphasis in original). As explained more fully below, the Debtors submit that each of these factors is satisfied with respect to CLL, and therefore, CLL’s retention should be approved under section 327(e) of the Bankruptcy Code.

**THE PROPOSED RETENTION OF CLL MEETS THE
STANDARDS OF SECTION 327(e)**

I. Appointment of Carpenter Lipps & Leland LLP as Special Litigation Counsel is in the Best Interests of the Estates

9. The Debtors seek to retain CLL as Special Litigation Counsel because of the Firm's extensive familiarity with and knowledge of the legal matters with respect to which CLL will be engaged. CLL has represented the Debtors in the Special Counsel Matters for many years and is uniquely familiar with these matters and the related aspects of the Debtors' business operations.

10. With respect to the pending litigation related to the Debtors' outstanding securitizations, CLL has been defending the Debtors in actions brought both by individual investors and the monoline insurers for these securitizations since mid-2010 and currently represents the Debtors as primary defense counsel in over twenty (20) suits throughout the United States, including actions in federal and state court in New York, Massachusetts, Minnesota, Ohio and West Virginia. These cases include actions brought by MBIA Insurance Company, Inc., Federal Guaranty Insurance Company, the Federal Housing Finance Agency, in its capacity as the conservator for Freddie Mac, and numerous suits brought by various investors in real estate securitizations sponsored by the Debtors. Several of these actions have progressed far enough for factual discovery, with CLL having been involved in extensive factual investigations on the Debtors' behalf, as well as the collection and production of well over a million pages of the Debtors' documents in these actions. CLL has taken or defended over one hundred depositions on the Debtors' behalf in the Special Counsel Matters since the start of 2011.

11. Based on its extensive familiarity with the Debtors' operations and record keeping systems, CLL is also assisting the Debtors with responding to multiple government investigations, including the production of documents as part of these investigations.

12. CLL has represented the Debtors for a number of years in relation to matters which arise from the Debtors' servicing and other business activities in Ohio. These activities have included CLL representing the Debtors in contested foreclosures and other servicing-related litigation brought by or against the Debtors or the trusts for which the Debtors are acting as a servicer.

13. CLL also from time to time represents the Debtors in connection with disputes relating to real estate owned by the Debtors or the trusts for which the Debtors act as servicer.

14. Furthermore, CLL has also represented the Debtors from time to time on other discrete litigation matters when requested by the Debtors.

15. Failure to continue CLL's retention would mean that the Debtors would have to search for and retain new counsel who is unfamiliar with the matters described above in particular and the Debtors generally. Many thousands of hours of work by CLL would go to waste, and significant time, effort, and money would have to be spent to bring a new law firm up to speed. Any such transition would be extremely prejudicial to the Debtors as many of the parties CLL has been dealing with in prepetition litigation are likely to be highly active in the early stages of these bankruptcy cases. The Debtors wish to avoid this burden and believe it is appropriate and in the best interests of the Debtors' estates that CLL continue to work on the Special Counsel Matters.

16. The retention of CLL will not lead to duplication of work with the Debtors' other professionals. The Debtors' bankruptcy counsel, Morrison & Foerster, was not historically

involved in representing the Debtors in the Special Counsel Matters. Both in the lead up to these bankruptcy cases and in the brief period since they have been filed, CLL has collaborated heavily with Morrison & Foerster to help the Debtors address: (a) issues related to the litigation pending against the Debtors; (b) the claims that are likely to be asserted against the Debtors during these cases; (c) the motion to approve the settlements with respect to the representation and warranty claims related to the securitizations sponsored by the Debtors; (d) the motion to extend the automatic stay to prohibit the pursuit of certain claims against the Debtors' non-debtor affiliates and (e) the Rule 2004 information requests made against the Debtors by the Creditors' Committee.

II. CLL Does Not Hold an Adverse Interest to the Debtors' Estates with Respect to the Special Counsel Matters

17. In conjunction with the preparation of this Application, Morrison & Foerster provided to CLL a master list of interested parties (the "Interested Parties") used for conflict check purposes by professionals in these cases. CLL researched its client database to determine whether it had any relationships with the Interested Parties. To the extent that CLL's research of its relationships with the Interested Parties indicates that CLL has represented during such time, or currently represents, any of these entities in matters unrelated to these Chapter 11 cases, the identities of these entities, and such entities' relationship to the Debtors and connection to CLL, are set forth on Schedule 2 to the Lipps Declaration. To the best of Debtors' knowledge, and based on and as set forth in the Lipps Declaration, CLL does not hold or represent an interest adverse to the Debtors or their respective estates with respect to the Special Counsel Matters, as required by section 327(e) of the Bankruptcy Code.

**COMPENSATION FOR SERVICES TO BE RENDERED
IN CONNECTION WITH THE DEBTORS' CASES**

18. The current hourly billing rates for CLL professionals expected to spend significant time on these cases range from \$190 to \$360 for partners and of counsel, \$150 to \$220 for associates, and \$75 for paralegals.³ In addition to the hourly billing rates set forth herein, CLL customarily charges its clients for all reimbursable expenses incurred, including contract document review attorneys, photocopying charges, messengers, courier mail, overtime, overtime meals, travel, lodging, meal charges for business meetings, postage, printing, transcripts, filing fees, computer research, and similar items.

19. The Debtors believe that CLL's discounted hourly rates and disbursement policies, as described in the Lipps Declaration, are reasonable and appropriate given the nature of the work performed by CLL. The Debtors have agreed to pay CLL according to those terms. In addition, by agreement of the parties and to ease issues with the Debtors' automated billing systems, while the Debtors were always liable for certain local counsel fees and expert fees, the Debtors would have CLL pay certain local counsel and experts and then seek reimbursement from the Debtors. The Debtors would like for this practice to continue and for these items to be included as a reimbursable expense on fee applications filed with this Court.

20. The Debtors understand that CLL intends to apply to the Court for the allowance of compensation for professional services rendered and reimbursement of expenses incurred in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, the United State Trustee's Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses, and any other applicable procedures and orders

³ These hourly rates reflect certain discounts that were agreed to between CLL and the Debtors prior to the Petition Date and are less than CLL's standard hourly rates. Such hourly rates are subject to change from time to time in the regular course of CLL's business.

of the Court. CLL has agreed to accept as compensation such sums as may be allowed by the Court and understands that interim and final fee awards are subject to approval by the Court.

21. On April 25, 2012, CLL received a retainer of \$500,000 (the “Retainer”) from the Debtors, a portion of which was used to satisfy prepetition fees and expenses, as disclosed in the Lipps Declaration.⁴ CLL will apply the remaining amount of its prepetition Retainer as a credit towards postpetition fees and expenses, after such postpetition fees and expenses are approved pursuant to the procedures established by the Court for awarding fees and expenses to professionals during the Chapter 11 cases.

22. To the best of the Debtors’ knowledge, neither CLL, nor any partner, of counsel or associate thereof, has received or been promised any compensation for legal services rendered or to be rendered in any capacity in connection with the Debtors’ Chapter 11 cases, other than as permitted by the Bankruptcy Code. CLL has not agreed to share compensation received in connection with these cases with any other person, except as permitted by section 504(b) of the Bankruptcy Code and Bankruptcy Rule 2016(b) in respect of the sharing of compensation among CLL’s partners.

NOTICE

23. Notice of this Application will be given to the following parties, or in lieu thereof, to their counsel: (a) the Office of the United States Trustee for the Southern District of New York; (b) the Office of the United States Attorney General; (c) the Office of the New York Attorney General; (d) the Office of the United States Attorney for the Southern District of New York; (e) the Internal Revenue Service; (f) the Securities and Exchange Commission; (g) each of the Debtors’ prepetition lenders, or their agents, if applicable; (h) each of the indenture trustees

⁴ As of the date hereof, the remaining amount of the Retainer is approximately \$381,113.85.

for the Debtors' outstanding notes issuances; (i) Ally Financial Inc.; (j) Barclays Bank PLC, as administrative agent for the lenders under the debtor in possession financing facility; (k) Nationstar Mortgage LLC and its counsel; (l) the Creditors' Committee and (m) all parties requesting notice pursuant to Bankruptcy Rule 2002. The Debtors submit that, in view of the facts and circumstances, such notice is sufficient and no other or further notice need be provided.

CONCLUSION

WHEREFORE, the Debtors respectfully request that the Court (i) enter an order substantially in the form attached hereto as Exhibit 1 granting the relief requested in the Application and (ii) grant such other and further relief to the Debtors as the Court may deem just and proper.

Dated: June 26, 2012

RESIDENTIAL CAPITAL, LLC,
on behalf of itself and each of its Debtor
subsidiaries

By: /s/ James Whitlinger
Name: James Whitlinger
Title: Chief Financial Officer

EXHIBIT 1

Proposed Order

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----)	
In re:)	Case No. 12-12020 (MG)
)	
RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,)	Chapter 11
)	
Debtors.)	Jointly Administered
-----)	

**ORDER UNDER SECTION 327(e) OF THE BANKRUPTCY CODE,
BANKRUPTCY RULE 2014(a) AND LOCAL RULE 2014-1
AUTHORIZING THE EMPLOYMENT AND RETENTION OF
CARPENTER LIPPS & LELAND LLP AS SPECIAL LITIGATION
COUNSEL TO THE DEBTORS, *NUNC PRO TUNC* TO MAY 14, 2012**

Upon the application (the “Application”)¹ of the Debtors for entry of an order, under Bankruptcy Code section 327(e), Bankruptcy Rule 2014(a) and Local Rule 2014-1, authorizing, but not directing, the Debtors to employ and retain Carpenter Lipps & Leland LLP (“CLL”) as Special Litigation Counsel to the Debtors, *nunc pro tunc* to May 14, 2012, all as more fully described in the Application; and upon consideration of the Lipps Declaration; and it appearing that this Court has jurisdiction to consider the Application pursuant to 28 U.S.C. §§ 157 and 1334; and it appearing that venue in these Chapter 11 cases and the Application in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that this proceeding on the Application is a core proceeding pursuant to 28 U.S.C. § 157(b); and sufficient notice of the Application having been given under the circumstances; and it appearing that no other or further notice need be provided; and it appearing that the relief requested in the Application is in

¹ Capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Application. Creditors and parties-in-interest with questions or concerns regarding the Debtors’ Chapter 11 cases or the relief granted herein may refer to <http://www.kccllc.net/rescap> for additional information.

the best interests of the Debtors' estates, their creditors and other parties in interest; and after due deliberation thereon; and sufficient cause appearing therefore, it is hereby

ORDERED, ADJUDGED AND DECREED THAT:

1. The Application is GRANTED as set forth herein.
2. In accordance with section 327(e) of the Bankruptcy Code, Bankruptcy Rule 2014 and Local Rule 2014-1, the Debtors are authorized to employ and retain CLL as Special Litigation Counsel to the Debtors on the terms set forth in the Application and the Lipps Declaration.
3. CLL shall apply for compensation and reimbursement of expenses incurred following the Petition Date in accordance with the procedures set forth in sections 330 and 331 of the Bankruptcy Code, such Bankruptcy Rules and Local Rules as may then be applicable from time to time, the United State Trustee's Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses, and any additional procedures that may be established by order of this Court. CLL may include as expenses expert fees and local counsel expenses related to the Special Counsel Matters.
4. CLL shall file with the Court and serve upon the U.S. Trustee and the Creditors' Committee appointed in these Chapter 11 cases a notice of any changes to its hourly billing rates for attorneys or other personnel performing services for the Debtors.
5. CLL shall apply any remaining amount of its prepetition retainer as a credit toward postpetition fees and expenses, after such postpetition fees and expenses are approved pursuant to the procedures established by the Court for awarding fees and expenses to CLL.
6. The Debtors are authorized, empowered and directed to take all actions necessary to implement the relief granted pursuant to this Order.

7. To the extent there may be any inconsistency between the terms of the Application, the Lipps Declaration and this Order, the terms of this Order shall govern.

8. Notwithstanding anything herein to the contrary, this Order shall not modify or affect the terms and provisions of, nor the rights and obligations under, (a) the Board of Governors of the Federal Reserve System Consent Order, dated April 13, 2011, by and among AFI, Ally Bank, ResCap, GMAC Mortgage, LLC, the Board of Governors of the Federal Reserve System, and the Federal Deposit Insurance Corporation, (b) the consent judgment entered April 5, 2012 by the District Court for the District of Columbia, dated February 9, 2012, (c) the Order of Assessment of a Civil Money Penalty Issued Upon Consent Pursuant to the Federal Deposit Insurance Act, as amended, dated February 10, 2012, and (d) all related agreements with AFI and Ally Bank and their respective subsidiaries and affiliates.

9. This Court shall retain jurisdiction with respect to all matters relating to the interpretation or implementation of this Order.

Dated: _____, 2012
New York, New York

THE HONORABLE MARTIN GLENN
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT 2

Lipps Declaration

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----)	
In re:)	Case No. 12-12020 (MG)
)	
RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,)	Chapter 11
)	
Debtors.)	Jointly Administered
-----)	

DECLARATION OF JEFFREY A. LIPPS

Pursuant to sections 327 and 329 of the Bankruptcy Code, Bankruptcy

Rules 2014(a) and 2016(b) and 28 U.S.C. § 1746, Jeffrey A. Lipps declares:

1. I am an attorney at law admitted and in good standing to practice in the State of Ohio and before the United States District Court for the Southern District of Ohio.

2. I am a partner of the law firm of Carpenter Lipps & Leland LLP (“CLL”) and am duly authorized to make this Declaration on behalf of CLL. I make this Declaration in support of the Application Under 11 U.S.C. § 327(e) Authorizing Debtors to Retain and Employ Carpenter Lipps & Leland LLP as Special Litigation Counsel, *Nunc Pro Tunc* to the Petition Date (the “Application”).¹

3. Facts set forth in this Declaration are based upon information from, and discussions I or other CLL personnel reporting to me have had with, certain of my colleagues and the personnel at CLL with administrative responsibilities for conflicts checking. The facts set forth herein are also based on the review (described below) of certain categories of parties from the list provided to CLL by Morrison & Foerster LLP (“Morrison & Foerster”), the Debtors’ general bankruptcy counsel, on May 10, 2012 and thereafter supplemented as needed,

¹ Capitalized terms not otherwise defined herein have the meanings given to them in the Application.

which we understand remains substantially current (as supplemented, the “Conflicts Checklist”), setting forth certain of the creditors and other parties in interest of the Debtors in its Chapter 11 cases. This review was performed by the persons within CLL with administrative responsibility for maintaining records of our representations, and their work was reviewed by me and other attorneys who work on the Special Counsel Matters.

4. If I were called upon to testify, I could and would testify competently to the facts set forth herein based *inter alia* upon the aforesaid review and input. I am authorized to submit this Declaration on behalf of CLL.

SERVICES PERFORMED BY CLL

5. The Debtors seek to retain CLL as Special Litigation Counsel pursuant to section 327(e) of the Bankruptcy Code, *nunc pro tunc* to May 14, 2012, to permit CLL to continue its performance of legal services in connection with the Special Counsel Matters, as set forth below and in the Application.

6. It is anticipated that the Debtors will require CLL’s services in connection with the following matters: (a) litigation related to the outstanding securitizations sponsored by the Debtors and advice concerning the Debtors’ rights and responsibilities under the transaction documents for these securitizations; (b) litigation between the Debtors and the providers of financial guaranty insurance for certain of the securitizations sponsored by the Debtors; (c) responding to governmental investigations; (d) assisting the Debtors in responding to other discovery requests and investigations, such as the Rule 2004 examination by the Creditors’ Committee, the investigation that will be conducted by the examiner and discovery relating to various pending motions in the bankruptcy; (e) litigation related to the Debtors’ activities as servicer; and (f) other defined and finite matters as they may arise for which the Debtors request that CLL render services.

7. CLL has represented the Debtors on these and similar matters for many years. In particular, since mid-2010 CLL has acted as the Debtors' primary defense counsel in numerous pending securities cases and in the Debtors' litigation with monoline insurers. As part of this representation, CLL has taken or defended over 100 depositions, produced millions of pages of documents and successfully argued against class certification of a putative class action brought against the Debtors by certain investors. CLL has also functioned as one of the Debtors' law firms of choice for servicing related disputes in Ohio for a number of years.

8. The various securities and monoline litigations, which CLL has been involved in prior to the Petition Date, are likely to give rise to some of the most significant claims in these cases. Given CLL's extensive familiarity with the factual and legal issues in these disputes, the Debtors will require CLL's services to help address these claims. Because of its extensive familiarity with the Debtors' business operations and record-keeping systems, CLL has also for some time been helping the Debtors respond to multiple government investigations concerning its businesses. CLL is already closely coordinating its services with those of Morrison & Foerster on these matters so that there will be no duplication of services. With respect to the servicing-related disputes, many of these items are ones for which stay relief has been granted as part of the interim orders allowing the Debtors to continue their ordinary servicing practices, and it is anticipated that the Debtors will continue to need substantial services with respect to these matters.

CONNECTION OF CLL WITH RESPECT TO THE SPECIAL COUNSEL MATTERS

9. Section 327(e) of the Bankruptcy Code provides that the Debtors "may employ, for a specified special purpose, other than to represent the trustee in conducting the case, an attorney that has represented the Debtors, if in the best interest of the estates, and if such attorney

does not represent or hold any interest adverse to the Debtors or to the estates with respect to the matter on which such attorney is to be employed.” 11 U.S.C. § 327(e).

10. The Debtors have provided CLL with a list of the names (collectively, the “Interested Parties”) of individuals or institutions in the following categories identified here and as set forth on Schedule 1 attached hereto:

- (a) the Debtors and their domestic subsidiaries;
- (b) the Debtors’ foreign subsidiaries;
- (c) the Debtors’ directors and officers;
- (d) Parties to Funding Agreements;
- (e) the Debtors’ Bondholders;
- (f) the Debtors’ landlords and tenants;
- (g) Parties to Litigation;
- (h) Attorneys of the U.S. Trustee’s Office;
- (i) the Bankruptcy Judges for the Southern District of New York;
- (j) the District Court Judges for the Southern District of New York;
- (k) Depositing Banks;
- (l) Consultants and Professionals;
- (m) HELOC Investors;
- (n) Servicing Counterparties;
- (o) Utilities;
- (p) the list of the Debtor’ consolidated top fifty (50) creditors; and
- (q) the members of the Official Committee of Unsecured Creditors.

11. To review potential conflicts of interest in these cases, as well as determine all “connections” (as such term is used in Bankruptcy Rule 2014) to the Debtors, their creditors, other parties in interest, their respective attorneys and accountants, the U.S. Trustee, or any

person employed in the office of the U.S. Trustee, CLL researched its conflicts checking database to determine whether it had any relationships with the Interested Parties. To the extent that CLL's research of its relationships with the Interested Parties indicates that CLL has represented in approximately the last two (2) years, or currently represents, any of these entities in matters unrelated to these Chapter 11 cases, the identities of these entities, and such entities' relationship to the Debtors and connection to CLL, are set forth on Schedule 2 attached hereto.

12. To the best of my knowledge and belief, insofar as I have been able to ascertain after reasonable inquiry, CLL does not have any connection with the Debtors, their creditors, the U.S. Trustee, or any other party with an actual or potential interest in these Chapter 11 cases, or their respective attorneys or accountants, except as set forth below and on the attached

Schedule 2:

- (a) In addition to representing the Debtors, CLL has in the past and currently represents Ally Financial, Inc. and certain of its affiliates which are not debtors in these cases (the "Ally Entities"). This representation has included representing certain of the Ally Entities when they are co-defendants with the Debtors in litigation. Some of these representations are ongoing. In all of these matters, the interests of the Ally Entities and the Debtors are aligned. CLL does not and will not represent the Ally Entities with respect to these bankruptcy cases and will not represent the Debtors with respect to any disputes which may arise between them and the Ally Entities.
- (b) The transaction documents underlying the securitizations sponsored by the Debtors require the Debtors to indemnify and/or assume the defense of underwriters in certain cases if they are sued in connection with these transactions. The Debtors also have certain indemnification or defense obligations with respect to their current or former employees who were sued for their role on the securitizations. As a result, it is not uncommon for the Debtors to have their counsel also defend parties who they are indemnifying or have assumed the defense of. At the Debtors' request, CLL was defending both Debtors and non-debtors in the following cases prior to or on the Petition Date where it was alleged that the Debtors had such indemnification obligations:
 - Prior to the Petition Date, the Debtors had assumed the defense of J.P. Morgan Securities LLC and Deutsche Bank Securities Inc.,

who were the underwriters on certain of the ResCap deals at issue in the Western & Southern et al. v. Residential Funding Company, LLC, et al., Case No. A1105042 pending in the Hamilton County Court of Common Pleas in Ohio. Prior to the Petition Date, CLL represented the Debtors, Ally Securities LLC (“Ally Securities”), JP Morgan Securities LLC and Deutsche Bank Securities Inc., who were underwriters for transactions involving the Debtors, in this case. CLL also represented Deutsche Bank Securities Inc. on a non-Rescap deal involved in the same lawsuit. Deutsche Bank, JP Morgan Securities LLC and Ally Securities are in the process of retaining new counsel in this case and once they have done so, CLL will cease representing them with respect to this matter. The claims against Bruce Paradis, Davee Olson, David Walker, Ken Duncan, Ralph Flees, James Jones and David Bricker, each of whom is a current or former officer or director of the Debtors who were represented by CLL were recently dismissed without prejudice.

- Prior to the Petition Date, in the Union Central Life Insurance Co. v. Credit Suisse First Boston Mortgage Securities Corp., et al., Case No. 11-CV-2890 action in the United States District Court for the Southern District of New York, CLL had been representing defending underwriters Deutsche Bank Securities, Inc. and Ally Securities in addition to the Debtors. Deutsche Bank Securities Inc. and Ally Securities are in the process of retaining new counsel in this case and once they have done so, CLL will cease representing them with respect to this matter. CLL is also representing Bruce Paradis in the Union Central action.
- CLL represents both the Debtors and Ally Securities in the Federal Housing Finance Agency v. Ally Financial, Inc. et al., Case No. 11 cv. 7010 (DLC) in the United States District Court for the Southern District of New York, and Allstate Insurance Company et. al. v. GMAC Mortgage, LLC et al., Case No. 1290 27-CV-11-3480, in the District Court for the Fourth Judicial District in Minnesota. Ally Securities is in the process of retaining new counsel in these matters.
- On the petition date, CLL represented Ally Securities and certain of the Debtors in the Thrivent Financial for Lutherans, et al. v. Residential Funding Company, LLC, Case No. 27-CV-11-5830 pending in the District Court for the Fourth Judicial District of Minnesota. The plaintiff has subsequently dismissed this case against all Defendants.
- CLL is defending the Debtors, Ally Securities and current or former officers and directors of the Debtors Bruce Paradis,

Kenneth M. Duncan, Davee Olson, Ralph Flees, Lisa Lundsten, James G. Jones, David Bricker and James Young in N.J. Carpenters Health Fund, et al. v. Residential Capital LLC et al., Case No. 08-CV-8781 in the United States District Court for the Southern District of New York. Ally Securities is in the process of retaining new counsel in these matters. CLL is continuing to represent the individuals in this action.

- (c) Prior to the Petition Date, CLL represented AFI in the Huntington Bancshares v. Ally Financial, Inc. et al., Case No. 27-cv-11-20276 and the Stichting Pensionfonds ABP, Case No. 27-cv-11-20426, both of which are pending in the District Court for the Fourth Judicial District in Minnesota. The Debtors are codefendants in these actions, but were represented by separate counsel. CLL was replaced as counsel for AFI in these actions prior to the Petition Date.
- (d) CLL represents Ally Securities in Cambridge Place Investment Management, Inc. v. Morgan Stanley et al., Case No. 10-2741-BLSI, in the Superior Court for Suffolk County in the Commonwealth of Massachusetts, and in Cambridge Place Investment Management, Inc. v. Morgan Stanley, et al., Case No. 11-0555-BLSI, in the Superior Court for Suffolk County in the Commonwealth of Massachusetts. Until these bankruptcy cases were filed, the Debtors were defendants in those actions, but the plaintiffs voluntarily dismissed the Debtors as defendants on May 16, 2012. Ally Securities is in the process of transitioning this matter to other counsel.
- (e) CLL represents both the Debtors and non-debtors Ally Securities, Bruce J. Paradis, Davee L. Olson, David C. Walker, Kenneth M. Duncan, Ralph T. Flees, James G. Jones and David M. Bricker in the Massachusetts Mutual Life Insurance Company v. Residential Funding Co., et al. case pending in the United States District Court for the Southern District of Massachusetts. All of the defendants represented by CLL other than Bruce Paradis and Ally Securities have been dismissed out of that action. A motion to dismiss the claims against Bruce Paradis is currently pending. Ally Securities is in the process of retaining new counsel in this action.
- (f) CLL represents both AFI and certain of the Debtors in Lois M. Blank, et al., v. GMAC Mortgage, LLC, et al., Case No. 10-cv-02709-JZ which is pending in the United States District Court for the Southern District of Ohio and in the certification of whether the Ohio Consumer Practice Act applies to mortgage servicing in a case to the Ohio Supreme Court.
- (g) Prior to the Petition Date, CLL assisted the Debtors, AFI and GMAC Mortgage Group, Inc. in analyzing a summons and notice filed by Sealink Funding Limited which was captioned as Sealink Funding Limited v. The Royal Bank of Scotland PLC, et al., Case No. 650484/2012. After the

Petition Date, Sealink filed a revised summons and notice dropping all claims against the Debtors, AFI and GMAC Mortgage Group, Inc.

- (h) CLL represents GMAC Mortgage LLC, Homecomings Financial, and a number of third party servicers in contested foreclosures and other mortgage litigation related to servicing. Certain actions related to these trusts are brought either by or against the indenture trustee, but are the responsibility of the servicer to prosecute or defend. CLL represents the servicer in those actions and that representation inherently sometimes extends to the representation of the trustee when it is a party to an action. CLL is currently representing Deutsche Bank, U.S. Bank, JP Morgan Chase and Bank of New York in connection with these servicing representations and may, from time to time, represent other trustees as matters arise. Similarly, the servicer is sometimes responsible for defending Mortgage Electronic Registration System, Inc. ("MERS") if claims are brought related to a serviced mortgage in the MERS system. CLL is currently defending MERS in several cases based on litigation against MERS related to mortgages serviced by the Debtors.
- (i) CLL represents the Debtors as servicer for certain loans which were originated by USAA, but subsequently transferred. As part of the servicing representation of the Debtors, CLL has also been defending USAA on claims related to these loans.
- (j) In State of Ohio ex rel David Joyce v. MERSCORP, Inc. et al., Case No. 11-MM-001086, in the court of Common Pleas for Geauga County Ohio and in State of Ohio ex rel Jessica Little v. MERSCORP, Inc. et al., Case No. 1:12-cv-00074, in the United States District Court for the Southern District of Ohio, both of which are challenging the validity of the MERS system, CLL is representing both the Debtors and Nationwide Advantage Mortgage Company as defendants. Nationwide Advantage Mortgage Company is unrelated to the Debtors or Ally Financial, LLC.
- (k) As described above, CLL has undertaken a detailed search to determine whether it represents or has represented any significant creditors, equity security holders, insiders or other parties in interest in unrelated matters, and all such known representations within approximately the last two (2) years are set forth on Schedule 2 to this Declaration. Based on that search, CLL determined that in matters unrelated to the Debtors or these Chapter 11 cases, CLL currently represents, formerly represented or may in the future represent certain other entities that are or may be (i) creditors in these cases, (ii) parties to executory contracts and unexpired leases with the Debtors, (iii) customers or vendors of the Debtors or (iv) otherwise directly or indirectly affiliated with creditors or other parties in interest in these cases.

- (l) It is possible, but unlikely, that certain CLL attorneys or employees hold interests in the Debtors' debt instruments, either directly or through mutual funds or other investment vehicles.
- (m) In matters unrelated to the Debtors or these Chapter 11 cases, CLL has been involved in matters involving certain of the other professionals who will be representing the Debtors and other parties in these Chapter 11 cases or who have represented the Debtors in the year prior to the Petition Date.

13. To the best of my knowledge and belief, insofar as I have been able to ascertain after reasonable inquiry, CLL does not hold any interest adverse to the Debtors with respect to the Special Counsel Matters. Accordingly, I believe that CLL satisfies the requirements to be Special Litigation Counsel under section 327(e) of the Bankruptcy Code.

14. Despite the efforts described above to identify and disclose connections with parties in interest in these cases, because the Debtors are a large enterprise with many thousands of creditors and other relationships, CLL is unable to state with certainty that every client representation or other connection of CLL has been disclosed. In this regard, if CLL discovers additional information that requires disclosure, CLL will file supplemental disclosures with the Court.

SECURITIES OWNERSHIP AND COMMERCIAL RELATIONSHIPS

15. We have not undertaken any effort to ascertain or report whether individual attorneys at CLL received any services from the Debtors or any of the parties listed in Schedule 1 hereto, or whether any individual attorneys at CLL have a business relationship with the Debtors or any of the other parties listed in Schedule 1 hereto. Various individual attorneys at CLL have or may have such business relationships. Attorneys at CLL may have relatives or spouses who are members of professional firms involved in these cases or employed by parties listed in Schedule 1 hereto. We have not undertaken any effort to ascertain or report the banking,

insurance, brokerage or investment activities or familial connections of CLL attorneys in preparing this Declaration.

CLL'S FEES AND COSTS PRIOR TO THE PETITION DATE

16. In the ninety (90) days leading up to the Petition Date, CLL received payments for fees and expenses in the aggregate amount of \$2,365,794.24 on account of its representation of the Debtors and their non-debtor codefendants in the Special Counsel Matters.

17. On April 25, 2012, CLL received a retainer of \$500,000 (the "Retainer") from the Debtors, a portion of which was used to satisfy prepetition fees and expenses.² CLL will apply the remaining amount of its prepetition Retainer as a credit towards postpetition fees and expenses, after such postpetition fees and expenses are approved pursuant to the procedures established by the Court for awarding fees and expenses to professionals during the Chapter 11 cases.

18. Subject to the Court's approval of the Application, CLL intends to (a) charge for its legal services on an hourly basis in accordance with agreed upon discounted rates with the Debtors, and (b) seek reimbursement of actual and necessary out-of-pocket expenses. The current hourly billing rates for CLL professionals expected to spend significant time on these cases range from \$190 to \$360 for partners and counsel, \$150 to \$210 for associates, and \$75 for paralegals.³ In addition to the hourly billing rates set forth herein, CLL customarily charges its clients for all reimbursable expenses incurred, including contract document review attorneys, photocopying charges, messengers, courier mail, overtime, overtime meals, travel, lodging, meal charges for business meetings, postage, printing, transcripts, filing fees, computer research, and

² As of the date hereof, the remaining amount of the Retainer was approximately \$118,886.15.

³ These hourly rates reflect certain discounts that were agreed to between CLL and the Debtors prior to the Petition Date and are less than CLL's standard hourly rates.

similar items. I believe that CLL's billing rates, and the terms and conditions of CLL's employment, are reasonable.

19. CLL intends to apply for compensation for professional services rendered in connection with the Special Counsel Matters, subject to Court approval and in compliance with applicable provisions of the Bankruptcy Code, on an hourly basis, plus reimbursement of actual and necessary expenses and other charges incurred by CLL.

20. Consistent with past practice and its staffing procedures generally, a number of CLL attorneys and paralegals have provided services to the Debtors from time to time. The name of each attorney and paralegal working on matters for the Debtors and the billing rate of each such individual will be reflected in the periodic fee applications filed by or on behalf of CLL.

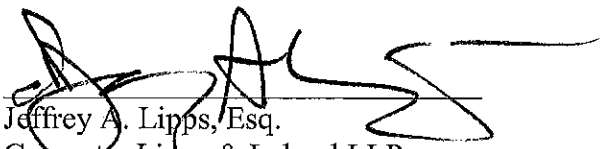
21. CLL intends to maintain contemporaneous records of time expended and out-of-pocket expenses incurred in connection with providing services to the Debtors and to endeavor to submit fee applications to this Court for compensation and reimbursement of expenses in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, the Guidelines set forth by the Executive Office of the United States Trustee, and any additional procedures that may be established by the Court in these Chapter 11 cases. CLL understands that interim and final fee awards are subject to approval by this Court and CLL has agreed to accept as compensation such sums as may be allowed by this Court.

22. To the best of my knowledge and belief, insofar as I have been able to ascertain after reasonable inquiry, neither I nor CLL, nor any partner, of counsel or associate thereof, has received or been promised any compensation for legal services rendered or to be rendered in any capacity in connection with the Debtors' Chapter 11 cases, other than as permitted by the

Bankruptcy Code. CLL has not agreed to share compensation received in connection with these cases with any other person, except as permitted by section 504(b) of the Bankruptcy Code and Bankruptcy Rule 2016(b) in respect of the sharing of compensation among CLL's partners.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Date: June 26, 2012
Columbus, Ohio



Jeffrey A. Lipps, Esq.
Carpenter Lipps & Leland LLP
280 North High Street, Suite 1300
Columbus, Ohio 43215
Telephone: (614) 365-4100
Facsimile: (614) 365-9145

Schedule 1

RESIDENTIAL CAPITAL, LLC ET AL.

Case No. 12-12020 (MG)

MASTER CONFLICT LIST

Debtors and Subsidiaries

ditech, LLC
DOA Holding Properties, LLC
DOA Properties IX (Lots-Other), LLC
EPRE LLC
Equity Investment I, LLC
ETS of Virginia, Inc.
ETS of Washington, Inc.
Executive Trustee Services LLC
GMAC – RFC Holding Company, LLC
GMAC Model Home Finance I, LLC
GMAC Mortgage USA Corporation
GMAC Mortgage, LLC
GMAC Residential Holding Company, LLC
GMAC RH Settlement Service, LLC
GMACM Borrower LLC
GMACM REO LLC
GMACR Mortgage Products, LLC
HFN REO SUB II, LLC
Home Connects Lending Services, LLC
Homecomings Financial Real Estate Holdings, LLC
Homecomings Financial, LLC
Ladue Associates, Inc.
Passive Asset Transactions, LLC
PATI A, LLC
PATI B, LLC
PATI Real Estate Holdings, LLC
RAHI A, LLC
RAHI B, LLC
RAHI Real Estate Holdings, LLC
RCSFJV2004, LLC
Residential Accredited Loans, Inc.
Residential Asset Mortgage Products, Inc.
Residential Asset Securities Corporation
Residential Capital, LLC
Residential Consumer Services of Alabama, LLC
Residential Consumer Services of Ohio, LLC
Residential Consumer Services of Texas, LLC
Residential Consumer Services, LLC
Residential Funding Company, LLC
Residential Funding Mortgage Exchange, LLC
Residential Funding Mortgage Securities I, Inc.
Residential Funding Mortgage Securities II, Inc.
Residential Funding Real Estate Holdings, LLC
Residential Mortgage Real Estate Holdings, LLC
RFC – GSAP Servicer Advance, LLC
RFC Asset Holdings II, LLC

RFC Asset Management, LLC
RFC Borrower LLC
RFC Construction Funding, LLC
RFC REO LLC
RFC SFJV-2002, LLC

Foreign Subsidiaries

Canada Mortgage Acceptance Corporation
Foreign Obligation Exchange, Inc. 2003-H12
Foreign Obligation Exchange, Inc. 2003-H14
Foreign Obligation Exchange, Inc. 2004-H11
Foreign Obligation Export, Inc.
GMAC Financiera S.A. de C.V. Sociedad Financiera
de Objeto Multiple
GMAC Residential Funding of Canada Limited
GMAC-RFC (No. 2) Limited
GMAC-RFC Auritec, S.A.
GMAC-RFC Direct Limited
GMAC-RFC Espana Hipotecas SL
GMAC-RFC Europe Limited
GMAC-RFC Holdings Limited
GMAC-RFC Property Finance Limited
High Street Home Loans Limited
MCA Finance Limited
National Guarantee plc
Private Label Group Limited
Private Label Mortgage Services Limited

Officers and Directors

Abreu, Steven M.
Aretakis, James
Dondzila, Catherine M.
Fleming, Patrick
Hamzehpour, Tammy
Harney, Anthony J.
Hills, Garry
Horner, Jill M.
III, Edward F. Smith,
Ilany, Jonathan
Mack, John E.
Marano, Thomas
Meyer, Darsi
Nees, Louis A.
Pensabene, Joseph A.
Riddle, Mindy
Strauss, Thomas M.
Tyson, William N.
West, Pamela E.

Whitlinger, James
Wilkinson, Winston Carlos

Parties to Funding Agreements

Ally Financial Inc (f/k/a GMAC Inc.)
Barclays Bank PLC
Citibank, N.A.
Wells Fargo Bank, N.A.
BMMZ Holdings LLC
US Bank National Association
Deutsche Bank Trust Company Americas

Bondholders

AllianceBernstein Advisors
American Enterprise Investment Services Inc.
Appaloosa Management L.P.
Bank of New York Mellon, (The)/Barclays Capital -
London
Bank of Nova Scotia/CDS
BARC/FIXED
Barclays Capital Inc. /LE
Berkshire Hathaway Inc.
BlackRock Global Investors
Charles Schwab & Co., Inc.
CITIBK/GRP
Citigroup Global Markets Inc.
Citigroup Global Markets Inc. /Salomon Brothers
Credit Suisse Securities (USA) LLC
David Lerner Associates, Inc.
Deutsche Bank Securities, Inc.
E*Trade Clearing LLC
Edward D. Jones & Co.
First Clearing, LLC
First Southwest Company
Goldman Sachs International
Goldman, Sachs & Co.
Interactive Brokers Retail Equity Clearing
J.P. Morgan Clearing Corp.
J.P. Morgan Securities LLC
Janney Montgomery Scott Inc.
Loomis Sayles & Company
LPL Financial Corporation
Merrill Lynch Safekeeping
Morgan Stanley & Co. LLC
Morgan Stanley Smith Barney LLC
National Financial Services LLC
Oppenheimer & Co. Inc.
OptionXpress, Inc
P. Schoenfeld Asset Management
Paulson & Co. Inc.
Penson Financial Services, Inc./Ridge.
Pershing LLC
Pentwater Capital Management
Putnam Investment Management
Raymond, James & Associates, Inc.
RBC Capital Markets, LLC

Scottrade, Inc.
Security Investors LLC
Silver Point Capital, L.P.
Stifel, Nicolaus & Company Incorporated
Taconic Capital Advisors, L.P.
TD Ameritrade Clearing, Inc.
Timber Hill LLC
UBS Financial Services LLC
UBS Securities LLC
Vanguard Marketing Corporation
Western Asset Management Company

Landlords and Tenants

2155 Northpark Lane LLC
2255 Partners, L.P. c/o M. David Paul Development
LLC
Avenel Realty Company d / b / a Avenel at
Montgomery Square
Brandywine Cityplace LP
BREOF Convergence LP c/o Brookfield Real Estate
Opportunity Fund
Business Suites (Texas) LTD
Center Township of Marion County
Del Amo Financial Center, LP
DRA CLP Esplanade LP c/o Colonial Properties
Services Ltd Partnership
Euclid Plaza Associates, LLC
GBM Properties, LLC
Homeowners Alliance
Liberty Property Limited Partnership
National Default Servicing, LLC
New Towne Center Inc.
PBC San Jose, LLC
PBC Walnut Creek, LLC
Realty World - Graham/Grubbs and Associates
Regus Management Group LLC
Teachers Insurance and Annuity Association of
America c/o Northmarq RES
The Irvine Company LLC
The Office Annex, Inc.
Veridian Credit Union f/k/a John Deere Community
Credit Union
W.E.G., Jr., Inc. d / b / a Highland-March Beverly
Suites

Parties to Litigation

Acacia Life Insurance Company
Allstate Bank (f/k/a Allstate Federal Savings Bank)
Allstate Insurance Company
Allstate Life Insurance Company
Allstate Life Insurance Company of New York,
Allstate Retirement Plan
Allstate New Jersey Insurance Company
American Heritage Life Insurance Company
Ameritas Life Insurance Corp.
Assured Guaranty Municipal Corp.

Boilermaker Blacksmith National Pension Trust
Brown County, Ohio
Cambridge Place Investment Management Inc.
Church-Dellinger, Victoria Jean
Columbus Life Insurance Company
Deutsche Zentral-genossenschaftsbank, New York
Branch, d/b/a DZ Bank AG, New York Branch
DG Holding Trust
Federal Home Loan Bank of Boston
Federal Home Loan Bank of Chicago
Federal Home Loan Bank of Indianapolis
Federal Home Loan Mortgage Corporation
Federal Housing Finance Agency
Financial Guaranty Insurance Company
First Colonial Insurance Company
Fort Washington Active Fixed Income LLC
Fort Washington Investment Advisors, Inc.
HSH Nordbank AG
HSH Nordbank AG, Luxembourg Branch
HSH Nordbank AG, New York Branch
HSH Nordbank Securities S.A.
Huntington Bancshares Inc.
IKB Deutsche Industriebank AG
IKB International S.A. (in Liquidation)
Integrity Life Insurance Company
Kennett Capital, Inc.
Kral, Kenneth L.
Laster, Martea
Massachusetts Mutual Life Insurance Company
MBIA Insurance Corporation
Mitchell, Ruth
Mitchell, Steven
National Credit Union Administration Board
National Integrity Life Insurance Company
New Jersey Carpenters Health Fund
New Jersey Carpenters Vacation Fund
Rio Debt Holdings (Ireland) Limited
Sall, Mohammed A.
Sealink Funding Ltd.
State of Ohio
Stichting Pensioenfond ABP
The Charles Schwab Corporation
The Union Central Life Insurance Company
The Western and Southern Life Insurance Company
Thrivent Balanced Fund
Thrivent Balanced Portfolio
Thrivent Bond Index Portfolio
Thrivent Core Bond Fund
Thrivent Financial Defined Benefits Plan Trust
Thrivent Financial for Lutherans
Thrivent Income Fund
Thrivent Limited Maturity Bond Fund
Thrivent Limited Maturity Bond Portfolio
U.S. Central Federal Credit Union
West Virginia Investment Management Board
Western Corporate Federal Credit Union

Western-Southern Life Assurance Company

U.S. Trustee's Office (Region 2 Trial Attorneys)

Davis, Tracy Hope
Driscoll, Michael
Gasparini, Elisabetta
Golden, Susan
Khodorovsky, Nazar
Masumoto, Brian S.
Morrissey, Richard C.
Nakano, Serene
Riffkin, Linda A.
Schwartz, Andrea B.
Schwartzberg, Paul K.
Velez-Rivera, Andy
Zipes, Greg M.

Bankruptcy Judges (New York)

Bernstein, Stuart M.
Chapman, Shelley C.
Drain, Robert
Gerber, Robert E.
Glenn, Martin
Gropper, Allan L.
Lane, Sean H.
Lifland, Burton R.
Morris, Cecelia G.
Peck, James M.

District Court Judges (New York)

Baer, Harold
Batts, Deborah A.
Berman, Richard M.
Briccetti, Vincent L.
Buchwald, Naomi Reice
Carter, Andrew L.
Castel, P. Kevin
Cedarbaum, Miriam Goldman
Cote, Denise L.
Crotty, Paul A.
Daniels, George B.
Duffy, Kevin T.
Engelmayer, Paul A.
Forrest, Katherine B.
Gardephe, Paul G.
Griesa, Thomas P.
Haight, Charles S.
Hellerstein, Alvin K.
Jones, Barbara S.
Kaplan, Lewis A.
Karas, Kenneth M.
Koeltl, John G.
Marrero, Victor
McKenna, Lawrence M.
McMahon, Colleen
Nathan, Alison J.

Oetken, J. Paul
Owen, Richard
Patterson, Robert P.
Pauley, William H.
Preska, Loretta A.
Rakoff, Jed S.
Ramos, Edgardo
Sand, Leonard B.
Scheindlin, Shira A.
Seibel, Cathy
Stanton, Louis L.
Stein, Sidney H.
Sullivan, Richard J.
Swain, Laura Taylor
Sweet, Robert W.
Wood, Kimba M.

Depositing Banks

Ally Bank
Bank of America, N.A.
Bank of New York Mellon
Citibank, N.A.
Deutsche Bank Trust Company Americas
JPMorgan Chase Bank, N.A.
M&T Bank
State Street Bank and Trust Company
U.S. Bank National Association
Wachovia Bank, National Association

Consultants & Professionals

Barclays Bank PLC
Centerview Partners LLC
Deloitte & Touche
Evercore
Fortress Investment Group, LLC
FTI Consulting, Inc.
Kirkland & Ellis LLP
Kurtzman Carson Consultants LLC
Mayer Brown LLP
Mercer
Nationstar Mortgage, LLC
PricewaterhouseCoopers
Rubenstein Associates, Inc.
Sidley Austin LLP
Skadden, Arps, Slate, Meagher & Flom LLP

HELOC Investors

5th 3rd bank
Aurora Loan Services LLC
Bank One, Texas N.A.
Deutsche Bank National Trust Co.
Everbank
JP Morgan Chase
Macquarie Mortgages USA Inc
Suntrust
The Bank of New York Mellon

Treasury Bank, N.A.
Us Bank, N.A.
Wachovia Bank Na
Wells Fargo Bank, N.A.

Servicing Counterparties

Government Entities and GSEs

Federal Home Loan Mortgage Corporation (Freddie Mac)
Federal Housing Administration (FHA)
Federal National Mortgage Association (Fannie Mae)
Government National Mortgage Association (Ginnie Mae)

Housing and Local Agencies

California Housing Finance Agency
CitiMortgage, Inc., as administrator for Texas Veterans Land Board
Connecticut Housing Finance Authority
Delaware Housing Authority
Hawaii Housing (Hula Mae)
Housing Opportunities Commission of Montgomery County, Maryland
Mississippi Home Corporation
Neighborhood Housing Services of America and Philadelphia N.H.S.
Oregon Housing and Community Services Department
Redevelopment Authority of the County of Berks
Rural Housing
The Housing and Redevelopment Authority in and for the City of Minneapolis
The Industrial Commission of North Dakota

Mortgage and Monoline Insurers

The ACE Group
Ambac
Assured Guaranty Corp.
Cuna Mutual Group Mortgage Insurance Company
FGIC
Financial Security Assurance Inc
Federal Insurance Group (a subsidiary of the Chubb Group of Insurance Companies)
General Electric Mortgage Insurance Corporation
Genworth Mortgage Insurance Corporation
MBIA
Mortgage Guaranty Insurance Corp.
PMI Mortgage Insurance Co.
Radian Asset Assurance Inc.
Radian Guaranty Inc.
Republic Mortgage Insurance Company
Triad Guaranty Insurance Corporation
United Guaranty Residential Insurance Company

Trustees

Bank One, National Association
BNY Midwest Trust Company
Chase Bank of Texas, N.A.
Citibank, N.A.
Deutsche Bank National Trust Company
Deutsche Bank Trust Company Americas
HSBC Bank USA, National Association
JPMorgan Chase Bank, N.A.
LaSalle Bank National Association
Security Pacific National Company
The Bank of New York Mellon
U.S. Bank National Association
US National Association
Wells Fargo Bank Minnesota, N.A.
Wells Fargo Bank, National Association
Wilmington Trust Company

Other Counterparties to Servicing Agreements

50 BY 50, LLC
ABN AMRO Mortgage Group, Inc.
Access National Mortgage Corporation
Ace Home Equity Loan Trust, Series 2007-SL3
ACE Securities Corp.
ACT Mortgage Capital
Advantage Bank
Aegis Mortgage Corporation
Aegon USA Realty Advisors
Alliance Bancorp
Alliance Securities Corp.
Ally Bank
Ally Financial Inc.
Ally Investment Management LLC
Alternative Finance Corporation
Amalgamated Bank of New York
American Equity Mortgage, Inc.
American Home Mortgage
American Home Mortgage Acceptance, Inc.
American Home Mortgage Investment Trust 2005-2
American Home Mortgage Investment Trust 2005-4A
American Home Mortgage Investment Trust 2006-2
American Home Mortgage Investment Trust 2007-A
American Home Mortgage Servicing, Inc.
American Home Mortgage Trust 2004-4
American Home Mortgage Trust 2005-1
American Home Mortgage Trust 2005-2
American Home Mortgage Trust 2005-4A
American Residential Equities XXVII, LLC
American Residential Equities, LLC
Ameriquest Mortgage Company
Andover Bank
Arbor Commercial Mortgage, LLC
Asset Management Holding of South Florida, LLC
Assured Guaranty Municipal Corp
Atlantic Financial Federal

Audobon Savings Bank
Aurora Loan Services Inc.
Aurora Loan Services LLC
Banc of America Funding 2005-3 Trust
Banc of America Funding 2005-8 Trust
Banc of America Funding 2006-1 Trust
Banc of America Funding 2006-4 Trust
Banc of America Funding Corporation
Banc of America Mortgage Capital Corporation
Bancap
Banco Mortgage Company
Banco Popular North America
Bank of America, National Association
Bank of Hawaii
Bank One, Texas, N.A.
Bank Rhode Island
Bank United, FSB
Bankatlantic, A Federal Savings Bank
Bankers Saving
Bankers Trust Company
Banknorth Mortgage
Bay Atlantic Federal Credit Union
Bay Financial Savings Bank, FSB
Bayrock Mortgage Corporation
Bayview Acquisitions, LLC
Bayview Financial Asset Trust
Bayview Financial Property Trust
Bayview Financial Securities Company, LLC
Bayview Financial Trading Group, L.P.
Bayview Financial, L.P.
Bear Stearns Asset Backed Securities I, LLC
Bear Stearns Mortgage Capital Corporation
Bear Stearns Second Lien Trust 2007-1
Bear Stearns Second Lien Trust 2007-SV1
Bell Federal Savings and Loan Association
BellaVista Funding Corporation
Belvedere Trust Finance Corporation
Bluebonnet Savings Bank FSB
BMMZ Holdings LLC
Broadway Federal Bank, FSB
Brothers Bank, FSB
Butte Savings and Loan Association
Caliber Funding, LLC
California Banking Association
California Federal Bank, FSB
California Public Employees' Retirement System
Cambridge Place Collateral Management LLC
Canada Mortgage Acceptance Corporation
Capital Crossing Bank
Capitol Federal Savings and Loan Association
Capstead Mortgage Corporation
CDC Mortgage Capital Inc. (Natixis)
Cenfed Bank, a Federal Savings Bank
Cenlar FSB
CenterState Bank of Florida, N.A.
Central Bank of Jefferson County, Inc.

Century Bank, FSB
CFX Bank
Charter One Bank, FSB
Charter One Bank, N.A.
Chase Manhattan Mortgage Corporation
Chemical Mortgage Company
Citi Financial Mortgage Co., Inc
Citibank (West), FSB
Citigroup Global Markets Realty Corp.
Citigroup Mortgage Loan Trust Inc.
CitiMortgage, Inc.
Citizens Bank of Connecticut
Citizens Bank of Massachusetts
Citizens Bank of New Hampshire
Citizens Bank of Pennsylvania
Citizens Bank, N.A.
Citizens Federal Bank, FSB
Clayton Fixed Income Services Inc.
Clayton National, Inc.
CMC Investment Partnership
Coastal Banc Capital Corporation
Coastal Banc SSB
Coastal States Mortgage Corporation
Collective Federal Savings Bank
Colonial Mortgage Service Company
Comerica Bank
Community Lending, Incorporated
Communityone Bank, N.A.
ComUnity Lending, Incorporated
Copperfield
Core, Cap Inc.
Corona Asset Management III, LLC
Countrywide Bank, N.A.
Countrywide Home Loans Servicing, LP
Countrywide Home Loans, Inc.
Credit Suisse First Boston Mortgage Securities Corp.
CSX
CTCE Federal Credit Union
CTX Mortgage Company, LLC
DB Structured Products, Inc.
Deutsche Alt-A Securities, Inc.
Deutsche Bank AG New York Branch
Deutsche Mortgage Securities, Inc.
DLJ Mortgage Acceptance Corp.
DLJ Mortgage Capital, Inc.
Dollar Bank, FSB
Drawbridge Consumer Funding Ltd
Dynex Securities Corporation
E*Trade Bank
E*Trade Mortgage
E*Trade Wholesale Lending Corp.
EAB Mortgage Company, Inc.
EMC Mortgage Corporation
Empire Mortgage X, Inc.
Encore Bank and National Association
Encore Savings Bank

Erie Savings Bank
Eurekabank
EverBank
Fairbanks Capital Corp.
Fairfax Savings Bank
Family Bank, FSB
Family Lending Services, Inc.
FBS Mortgage Corporation
Federal Home Loan Bank of Atlanta
Federal Trust Bank, FSB
Fidelity Federal Bank
Fidelity Savings and Loan
Fifth Third Bank
Financial Asset Securities Corp.
First Bank Incorporated
First Bank, Inc.
First Cap Holdings, Inc.
First Citizens Bank and Trust Company
First Citizens Mortgage Company
First Community Bank N.A.
First Federal of Michigan
First Federal Savings and Loan Association of Storm
Lake
First Guaranty Mortgage Corporation
First Horizon Home Loan Corporation
First Indiana Bank
First Internet Bank of Indiana
First Massachusetts Bank, N.A.
First National Bank and Trust Company
First National Bank of Arizona
First National Bank of El Dorado
First Nationwide Mortgage Corporation
First NLC
First Rate Capital Corporation
First Savings Mortgage Corporation
First Tennessee Bank National Association
First Tennessee Capital Assets Corporation
First Trust Savings Bank
First Union National Bank
First-Citizens Bank & Trust Company
Firsttrust Bank
Fleet National Bank
Flex Point Funding Corporation
Flick Mortgage Investors, Inc.
FNBA
Fortress Credit Corp.
FPA Corporation
Franklin Bank, SSB
Franklin Credit
Franklin Credit Management Corporation
Gateway Credit Union
Gateway Funding Diversified Mortgage Services, LP
GE Capital Consumer Card Co.
GE Mortgage Services, LLC
Geneva Mortgage Corporation
Germantown Savings Bank

Gibraltar Savings Association
Ginn Financial Services, LLC
Goldman Sachs Mortgage Company
Gonzalo Residential Asset Trust
Great American First Savings Bank
Great American Savings Bank
Green Planet Servicing, LLC
Green Tree Servicing LLC
GreenPoint Mortgage Funding Trust 2005-HE4
GreenPoint Mortgage Funding Trust 2006-HE1
GreenPoint Mortgage Funding, Inc.
Greenwich Capital Acceptance, Inc.
Greenwich Capital Financial Products, Inc.
Greenwich Universal Portfolio
GS Mortgage Securities Corp.
GSAA Home Equity Trust 2005-9
GSMPS Mortgage Loan Trust 2005-LT1
GSR Mortgage Loan Trust 2006-AR2
GSR Trust 2007-HEL1
Guardian Savings Bank
Hanover Capital Mortgage Holdings, Inc.
HarborView Mortgage Loan trust 2004-10
Healthcare Employees Federal Credit Union
Home Equity Loan Trust 2005-HS2
Home Equity Loan Trust 2006-HSA2
Home Equity Loan Trust 2006-HSA3
Home Equity Loan Trust 2006-HSA5
Home Equity Loan Trust 2007-HSA1
Home Equity Loan Trust 2007-HSA3
Home Federal Savings & Loan Association of Rome,
Ga.
Home Loan Corporation
Home Loan Series 09-2028
HomeBanc Mortgage
HomEq Servicing Corporation
Horsham Funding Inc.
HSI Asset Securitization Corporation
Hudson & Keyse, LLC
Hudson City Savings Bank
Huntington Federal Savings & Loan Association
Hyperion Capital Group LLC
IMPAC CMB Trust Series 2005-6
IMPAC Funding Companies
IMPAC Funding Corporation
IMPAC Mortgage Holdings, Inc.
IMPAC Secured Assets Corp.
Imperial Credit Industries, Inc.
Independent Bank East Michigan
IndyMac Bank, FSB (now OneWest Bank, FSB)
IndyMac MBS, Inc.
IndyMac Mortgage Holdings, Inc.
ING Bank, FSB
Investment Capital Group
Irwin Union Bank and Trust Company
Ixis Real Estate Capital Inc
Jackson Federal Bank

Just Mortgage, Inc.
Kaiser Federal Bank
Keystone Nazareth Bank & Trust Company
Kidder Peabody Mortgage Capital Corporation
Lacera
Lebank
Lehman Brothers Bank, FSB
Lehman Brothers Holdings Inc.
Lehman Capital, a division of Lehman Brothers
Holdings Inc.
Liberty Home Lending, Inc.
Liberty Savings Bank, FSB
Linden Assemblers Federal Credit Union
Litton Loan Servicing, LP
LNV Corporation
Loan Center of California
Loan Link Financial Services
Local #38 and Associates Credit Union
Lomas Mortgage USA, Inc.
Los Angeles County Employees Retirement
Association
Los Angeles Federal Savings
LPP Mortgage Ltd.
Luminent Mortgage Capital, Inc.
Lydian Private Bank
Macquarie Mortgage Funding Trust 2007-1
Macquarie Mortgages USA, Inc.
MAIA Mortgage Finance Statutory Trust
Marine Bank
Market Street Mortgage Corporation
Massachusetts Mutual Life Insurance Co.
Matrix Capital Bank
MB Financial Bank N.A.
Medway Savings Bank
Mellon Bank
Mellon/McMahon Real Estate Advisors Inc.
Merck Sharp & Dohme Federal Credit Union
Mercury Mortgage Finance Statutory Trust
Meridian Mortgage Corporation
Merrill Lynch Bank & Co.
Merrill Lynch Hunton Paige
Merrill Lynch Mortgage Capital Inc.
Merrill Lynch Mortgage Holdings, Inc.
Merrill Lynch Mortgage Investors, Inc.
Merrill Lynch Mortgage Lending, Inc.
Metlife Bank, N.A.
Metrocities Mortgage Corp., LLC
Metropolitan Life Insurance Company
Mid America Bank, FSB
MidFirst Bank
Midland Financial Savings and Loan Association
Mint I, LLC
Mint II, LLC
Money Bank Investment Corporation
Monterey I Holdings
Morgan Stanley Capital I Inc.

Morgan Stanley Mortgage Capital Inc.
Morgan Stanley Mortgage Loan Trust 2005-3AR
Mortgage Asset Securitization Transactions, Inc.
Mortgage Asset Securitization Trust
Mortgage Interest Networking Trust II
Mortgage Investors Corporation
MortgageIT Holdings Inc.
MortgageIT Securities Corp.
MortgageIT Trust 2005-4
MortgageIT, Inc
MRF 3 LLC
Mrit Securities Corporation
Mutual Savings & Loan Association of Charlotte,
N.C.
Mutual Savings Bank
National Bank of Commerce
NETBANK
Network Funding L.P.
Neuwest Equity Partners
New Century Mortgage Securities, Inc.
New Cumberland Federal Credit Union
New Penn Financial, LLC
New York Life Insurance and Annuity Corporation
New York Life Insurance Company
Nomura Asset Acceptance Corporation
Nomura Credit & Capital, Inc.
Nomura Home Equity Loan, Inc.
North Jersey Federal Credit Union, Inc.
Northwest Funding, Inc.
Northwestern National Bank of Minneapolis
Norwest Bank Minnesota, National Association
Norwest Mortgage, Inc.
Ocwen Federal Bank FSB
Ocwen Loan Servicing, LLC
Ohio Savings Bank
Opteum Financial Services, LLC
Option One Mortgage Corporation
Paine Webber Real Estate Securities Inc.
Parkside Lending, LLC
Parkvale Savings Bank
Paul Financial, LLC
People Savings Bank, Inc., SSB
Peoples Heritage Savings Bank
PHH Mortgage
Philadelphia Federal Credit Union
Pinnacle Capital Mortgage Corporation
Pinnacle Financial Corporation
Plaza Home Mortgage, Inc.
PMC Bancorp
PNC Bank, N.A.
PNC Mortgage Securities Corp.
Pomona First Federal Bank and Trust
Principal Asset Markets, Inc.
Principal Bank
Principal Mutual Life Insurance Company
Private Capital Group

Quaker City Bank
Quicken Loans Inc.
RBS Citizens, National Association
Real Time Resolutions, Inc.
Real Time Solutions
Realty Mortgage Corporation
Redlands Federal Bank, FSB
Redwood Trust, Inc.
Reliance Federal Credit Union
Residential Mortgage Assistance Enterprise, LLC
Resolution Capital Advisors, LLC
Ridgewood Savings Bank
Riggs Bank N.A.
Rochester Community Savings Bank
Roosevelt Management Company, LLC
RWT Holdings, Inc.
Ryland Acceptance Corporation Four
SACO I Trust 2005-GP1
SACO I Trust 2006-8
Salomon Brothers Realty Corp.
Saxon Mortgage Funding Corporation
Sea Breeze Financial Services, Inc.
Sebring Capital
Secured Bankers Mortgage Company
Security National
Security Pacific National Bank
Select Portfolio Servicing Inc.
Sequoia Funding Trust
Sequoia Residential Funding, Inc.
Shearson Lehman Government Securities, Inc.
Shellpoint Mortgage LLC
Sierra Pacific Mortgage, Inc
Silver State Financial Services, Inc.
Silvergate Bank
Skyline Financial Corp.
SMFC Funding Corporation
SN Servicing Corporation
SNBOA, LLC
Southbank
Southern Pacific Thrift and Loan Association
SouthStar Funding, LLC
Southwest Savings and Loan Association
Sovereign Bank, FSB
Specialized Loan Servicing LLC
St. Paul Federal Bank for Savings
Stanwich Mortgage Acquisition Company, LLC
Sterling Savings Bank
Steward Financial, Inc.
Stonebridge Bank
Structured Asset Mortgage Investments II Inc.
Structured Asset Mortgage Investments, Inc.
Structured Asset Securities Corporation
Structured Mortgage Investments II Inc.
Summit Savings & Loan Association
Suntrust Asset Funding, LLC
Superior Bank

Susquehanna Bank
Syncora Guarantee Inc.
Taylor, Bean Whitaker
TCF National Bank
TCIF, LLC
TeleBank
Terwin Advisors LLC
Terwin Mortgage Trust 2006-6
Terwin Securitization LLC
The Canada Trust Company
The Chase Manhattan Bank
The First Boston Corporation
The First National Bank of Glens Falls
The Frost National Bank
The Mortgage Store Financial, Inc.
The New York Mortgage Company, LLC
The Travelers Indemnity Company
The Winter Group
Treasury Bank, N.A.
Tri Counties Bank
Tri Country Area Federal Credit Union
Truman Capital Securitization LLC
UBS Real Estate Securities Inc.
UBS Warburg Real Estate Securities Inc.
UBS Warburg, LLC
United Capital Mortgage, LLC
United Federal Savings Bank
United Financial Mortgage Corporation
United Savings Association of Texas, FSB
Unity Bank
Universal Master Servicing, LLC
US Bank Home Mortgage
USAA Federal Savings Bank
Valley Independent Bank
Vermont Mortgage Group, Inc.
Wachovia Bank, National Association
Wachovia Mortgage Corporation
Walter Mortgage Company
Washington Mutual Bank
Washington Mutual Mortgage Securities Corp.
Webster Bank
Western Financial Savings Bank, FSB
WestStar Mortgage, Inc.
Wilshire Credit Corporation
Winter Group
Witmer Funding LLC
WMCC Clayton / Washington Mutual Bank
WMD Capital Markets, LLC

Utilities

Abovenet Communications Inc.
AT&T
AT&T Mobility
Center Point Energy
CenturyLink
Cisco Systems Capital Corporation

City of Eden Prairie
Comcast
Dish Network
Genesys Conferencing
Global Capacity Group Inc.
IEX Corporation
Inova Solutions
Intercall
Intervoice Inc.
Level 3 Communications LLC
MediaCom
Micro-Tel Center
MidAmerican Energy
Sprint
Time Warner Cable
Time Warner Telecom
Verizon
Verizon Business
Verizon California
Verizon Wireless
Waste Management
Waterloo Water Works
Xcel Energy

Consolidated Top 50 Creditors

Aegis Usa Inc.
Alan Gardner
Allstate Insurance
Ambac Assurance Corp
Assured Guaranty Corp.
BNYMellon
Boilermaker Blacksmith National Pension Trust
Brian Kessler, et al
Cambridge Place Investment Management Inc.
Credstar
Deutsche Bank AG, New York
Deutsche Bank Trust Company Americas
Don E. Diane M. Patterson
Donna Moore
Emortgage Logic
Federal Home Loan Bank of Boston
Federal Home Loan Bank of Chicago
Federal Home Loan Bank of Indianapolis
Federal Housing Finance Agency
Financial Guaranty Insurance Co.
Huntington Bancshares Inc.
Indecomm Global Services
Iowa Public Employees Retirement System
Lehman Brothers Holdings, Inc.
Loan Value Group
Massachusetts Mutual Life Insurance Company
MBIA, Inc.
Midwest Operating Engineers Pension Trust Fund
National Credit Union Administration Board
New Jersey Carpenters Health Fund
New Jersey Carpenters Vacation Fund

Orange County Employees Retirement System
Police and Fire Retirement System of the City of
Detroit
Sealink Funding Limited
Steven And Ruth Mitchell
Stichting Pensioenfond ABP
The Charles Schwab Corporation
The Union Central Life Insurance Company
Thrivent Financial for Lutherans
Tiffany Smith
US Bank
Wells Fargo & Company
Wells Fargo Bank N.A
West Virginia Investment Management Board
Western & Southern

Members of the Creditors' Committee

Allstate Life Insurance Company
AIG Asset Management (U.S.), LLC
The Bank of New York Mellon Trust Company, N.A.
Deutsche Bank Trust Company Americas
Drennen, Rowena L.
Financial Guaranty Insurance Company
MBIA Insurance Corporation
U.S. Bank National Association
Wilmington Trust, N.A.

Rule 2004 Motion Parties

AlixPartners
Cerberus Capital Management, L.P.
Cerberus FIM Investors LLC
Cerberus FIM, LLC
FIM Holdings LLC
General Motors Company
Gibbs & Bruns, LLP
GMAC Bank
GMAC Commercial Finance, LLC
GMAC LLC
GMAC Mortgage Group, LLC
Houlihan Lokey
IB Finance Holding Company, LLC
Kelly Drye & Warren LLP
Kramer Levin et al
Moelis & Company
Morrison & Foerster LLP
Morrison Cohen LLP
National Motors Bank FSB
Ropes & Gray LLP
White & Case

Schedule 2

Name Listed on Schedule 1	CLL's Current or Former Client	Remarks
5 th 3 rd bank Fifth Third Bank	Fifth Third Bank	Fifth Third Bank is a current client in matters unrelated to the Debtors.
ABN AMRO Mortgage Group, Inc.	Bank of America, Inc.	CLL believes Bank of America, Inc. is a successor to ABN Amro Mortgage Group, Inc. Bank of America is a current client in matters unrelated to the Debtors.
Ally Financial Inc.	Ally Financial Inc.	Ally Financial Inc. is a client. As described in paragraphs 12(a) – (g) of the Declaration, CLL has represented Ally Financial Inc. and certain of its affiliates in matters related to the Debtors.
Bank of America, N.A.	Bank of America	Bank of America is a current client in matters unrelated to the Debtors.
Bankers Trust Company	Deutsche Bank	Deutsche Bank is a current client. See paragraphs 12(b) and 12(h) of the Declaration for a discussion of CLL's work for Deutsche Bank in matters relating to the Debtors.
Chase Manhattan Mortgage Corporation	JPMorgan Chase	JPMorgan Chase and certain of its affiliates are current clients. See paragraphs 12(b) and 12(h) of the Declaration for a discussion of CLL's work for JP Morgan Chase and its affiliates in matters relating to the Debtors.
Citibank, N.A.	Citibank	Citibank and certain of its affiliates are current clients in matters unrelated to the Debtors.
Comcast	Comcast Phone of Ohio	Comcast Phone of Ohio is a former client in matters unrelated to the Debtors.
DLJ Mortgage Acceptance Corp. DLJ Mortgage Capital, Inc.	DLJ Mortgage Capital, Inc. and Select Portfolio Servicing, Inc.	DLJ Mortgage Capital, Inc. and its affiliate Select Portfolio Servicing, Inc. are current clients in matters unrelated to the Debtors.
Deutsche Bank AG, New York	Deutsche Bank	Deutsche Bank is a current client. See paragraphs 12(b) and 12(h) of the Declaration for a discussion of CLL's work for Deutsche Bank in matters related to the Debtors.

Name Listed on Schedule 1	CLL's Current or Former Client	Remarks
Deutsche Bank Trust Company Americas	Deutsche Bank	Deutsche Bank is a current client. See paragraphs 12(b) and 12(h) of the Declaration for a discussion of CLL's work for Deutsche Bank in matters related to the Debtors.
Fairbanks Capital Corporation	Select Portfolio Servicing	Current client Select Portfolio Servicing, Inc. is a successor to Fairbanks Capital Corporation. CLL's work for Select Portfolio Servicing is unrelated to the Debtors.
First Trust Savings Bank	The Huntington National Life Insurance Company	First Trust Savings Bank is a subsidiary of Huntington Bancshares Inc., which is an affiliate of former client, The Huntington National Life Insurance Company. This representation was in matters unrelated to the Debtors.
Fleet National Bank	Bank of America	CLL believes Bank of America is a successor to Fleet National Bank. Bank of America is a current client in matters unrelated to the Debtors.
Gibraltar Savings Association	Bank of America	CLL believes Bank of America is a successor to Gibraltar Savings Association. Bank of America is a current client in matters unrelated to the Debtors.
GMAC Mortgage LLC	GMAC Mortgage LLC	Debtor GMAC Mortgage, LLC is a current client.
Homecomings Financial, LLC	Homecomings Financial, LLC	Debtor Homecomings Financial, LLC is a current client.
Huntington Bancshares Inc.	The Huntington National Life Insurance Company	Huntington National Life Insurance Company is a former client.
JPMorgan Chase Bank, N.A.	JPMorgan Chase	CLL currently represents JP Morgan Chase and certain of its affiliates. See paragraphs 12(b) and 12(h) of the Declaration for a discussion of CLL's work for JP Morgan Chase and its affiliates in matters relating to the Debtors..

Name Listed on Schedule 1	CLL's Current or Former Client	Remarks
LaSalle Bank National Association	Bank of America	Bank of America, which purchased certain assets of LaSalle Bank N.A., is a current client in matters unrelated to the Debtors.
Lehman Capital	GMAC Mortgage, LLC	CLL represents GMAC Mortgage, LLC as servicer of loans for which Lehman is a trustee.
Select Portfolio Servicing, Inc.	Select Portfolio Servicing, Inc.	Select Portfolio Servicing, Inc. is a current client.
The Bank of New York Mellon	Select Portfolio Servicing, Inc.	Current cases for client Select Portfolio Servicing, Inc. include a case where Bank of New York is trustee.
Time Warner Cable	Time Warner Cable	Time Warner Cable is a former client. CLL currently represents the Ohio Cable Television Association, of which Time Warner Cable is a member, in matters unrelated to the Debtors.
US Bank National Association	U.S. Bank, N.A.	U.S. Bank is a current client. See paragraph 12(h) of the Declaration for a discussion of CLL's work for U.S. Bank in matters related to the Debtors.
USAA Federal Savings Bank	USAA Federal Savings Bank (United Services Automobile Association (USAA))	USAA Federal Savings Bank is a current client. See paragraph 12(i) of the Declaration for a discussion of CLL's representation of USAA in matters related to the Debtors.